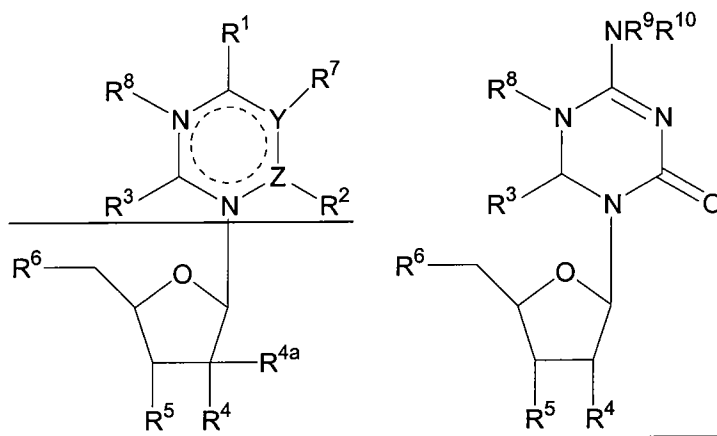


Amendments to the Claims:

This listing of claims will replace all prior versions, and listings of claims in the application:

Listing of Claims:

1. (Currently Amended) A compound having the formula:



wherein

~~Y is a member selected from C, CH and N;~~

~~Z is a member selected from C, CH and B;~~

~~R¹ is a member selected from H, acyl, OR⁹, SR⁹, NHNH₂, NR⁹R¹⁰, =O and =NR⁹;~~

wherein

R⁹ and R¹⁰ are members independently selected from H, substituted or unsubstituted alkyl ~~[[,]]~~ **and** acyl, ~~substituted or unsubstituted heteroalkyl and substituted or unsubstituted aryl;~~

~~R² is present or absent and is a member selected from H, acyl, substituted or unsubstituted alkyl, OR¹¹, SR¹¹, NR^{11a}, NR^{12a}, halogen, and =O, wherein R¹¹ is a member selected from H, substituted or unsubstituted alkyl, substituted or unsubstituted heterocycloalkyl, and substituted or unsubstituted heteroaryl;~~

~~R^{11a} and R^{12a} are members independently selected from H, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted aryl and substituted or unsubstituted heteroaryl;~~

~~R³ is H a member selected from H, acyl, substituted or unsubstituted alkyl, NR¹²R¹³, NR¹²OR¹³, SR¹², (=O) and OR¹², wherein~~

~~R¹² and R¹³ are members independently selected from H, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted aryl and substituted or unsubstituted heteroaryl;~~

~~R⁴ and R^{4a} are members independently is selected from H, ~~halogen~~, OMe and OH;~~

~~R⁵ and R⁶ are members independently selected from H, and OR¹⁴, wherein~~

~~R¹⁴ is a member selected from H, substituted or unsubstituted alkyl, acyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted aryl and P(O)(R¹⁵)(R¹⁶), wherein~~

~~R¹⁵ and R¹⁶ are members independently selected from OR¹⁷, NR¹⁷R¹⁸, OCH₂CH₂CN, substituted or unsubstituted alkyl and substituted or unsubstituted nucleosides, wherein~~

~~R¹⁷ and R¹⁸ are members independently selected from H, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted aryl and substituted or unsubstituted heteroaryl,~~

R⁵ is OR¹⁴, wherein R¹⁴ is a member selected from H and unsubstituted alkyl;

R⁶ is OR¹⁴, wherein R¹⁴ is a member selected from H, substituted or unsubstituted alkyl and P(O)(OR¹⁷)(OR¹⁷), wherein each R¹⁷ is independently selected from

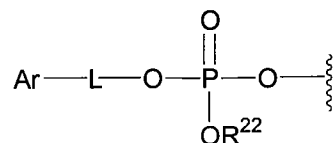
substituted alkyl, substituted or unsubstituted alkyloxy, substituted or unsubstituted phenyl,

wherein a member selected from R^5 and R^3 ; **and** R^6 and R^3 ; ~~and R^{15} and R^{16}~~ together with the atoms to which they are attached are optionally joined to form a ring system selected from ~~substituted or unsubstituted cycloalkyl and~~ substituted or unsubstituted heterocycloalkyl; **and**

R^8 is unsubstituted alkyl R^7 and R^8 are either present or absent and are independently selected from H, acyl, substituted or unsubstituted alkyl, and R^1 and R^8 , together with the atoms to which they are attached are optionally joined into a ring system selected from substituted or unsubstituted cycloalkyl and substituted or unsubstituted heterocycloalkyl.

2.-7. (Canceled)

8. (Original) The compound according to claim 1, wherein R^6 has the formula:



in which

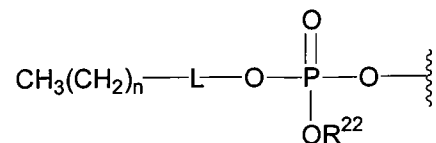
R^{22} is a member selected from substituted or unsubstituted alkyl and substituted or unsubstituted heteroalkyl;

L is a linker selected from substituted or unsubstituted alkyl and substituted or unsubstituted heteroalkyl; and

Ar is a member selected from substituted or unsubstituted aryl and substituted or unsubstituted heteroaryl.

9. (Original) The compound according to claim 8, wherein L comprises a moiety that is cleaved *in vivo* after entry of said compound into a cell.

10. (Original) The compound according to claim 1, wherein R⁶ has the formula:



in which

R²² is a member selected from substituted or unsubstituted alkyl and substituted or unsubstituted heteroalkyl;

L is a linker selected from substituted or unsubstituted alkyl and substituted or unsubstituted heteroalkyl; and

n is an integer from 1 to 30.

11. (Original) The compound according to claim 10, wherein L comprises a moiety that is cleaved *in vivo* after entry of said compound into a cell.

12. (Original) A formulation of the compound according to claim 1, and a second compound having the formula:



wherein

A is a hydrophobic domain; and

B is a hydrophilic domain covalently bound to A.

13. (Original) The formulation according to claim 12, further comprising a polycationic species.

14. (Original) The formulation according to claim 13, wherein said polycationic species is a dendrimeric polyamine.

15. (Original) The formulation according to claim 12, wherein said formulation is an aqueous formulation.

Appl. No. 10/670,915
Amdt. dated February 8, 2007
Reply to Office Action of November 16, 2006

PATENT

16.-28. (Canceled)